

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 3, 2021**

**LUMINAR TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38791**  
(Commission  
File Number)

**83-1804317**  
(IRS Employer  
Identification No.)

**2603 Discovery Drive, Suite 100**  
**Orlando, Florida 32826**

(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code: **(407) 900-5259**

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Class A Common Stock, par value of \$0.0001 per share	<b>LAZR</b>	<b>The Nasdaq Stock Market LLC</b>
Warrants, each exercisable for one share of Class A Common Stock for \$11.50 per share	<b>LAZRW</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On February 3, 2021, Luminar Technologies, Inc. (the “Company”) issued a press release announcing the redemption of all of its outstanding warrants, other than the Private Placement Warrants (as defined in the Warrant Agreement), to purchase shares of the Company’s Class A common stock that were issued under the Warrant Agreement, dated as of January 31, 2019, by and between the Company (f/k/a Gores Metropoulos, Inc.) and Continental Stock Transfer & Trust Company, as warrant agent, as part of the units sold in the Company’ initial public offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 or the Notice of Redemption attached hereto as Exhibit 99.2 shall constitute an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press release, dated February 3, 2021.</a>
99.2	<a href="#">Notice of Redemption, dated February 3, 2021.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Luminar Technologies, Inc.**

Date: February 3, 2021

By: /s/ Thomas J. Fennimore  
Name: Thomas J. Fennimore  
Title: Chief Financial Officer and Security

# LUMINAR

## Luminar to Redeem Public Warrants; Expects to Receive Up to \$153 Million

- Holders of Luminar’s outstanding Public Warrants will have until 5:00 p.m., New York City time, on March 5, 2021, to exercise their Public Warrants. Any Public Warrants that remain unexercised past the deadline will be void and no longer exercisable.
- The redemption of Public Warrants is expected to yield gross proceeds of up to \$153.3 million to Luminar, accelerating growth and bringing total capital raised by Luminar since founding to approximately \$1 billion.

February 3, 2021 - ORLANDO, Florida — Luminar Technologies, Inc. (Nasdaq: LAZR; LAZRW) (“Luminar” or the “Company”), the global leader in automotive lidar hardware and software technology, today announced that holders of its 13,333,309 outstanding public warrants (the “Public Warrants”) to purchase shares of its Class A common stock, \$0.0001 par value per share (the “Class A Common Stock”) will have until 5:00 p.m., New York City time, on March 5, 2021 to exercise their Public Warrants. The Public Warrants are exercisable for an aggregate of 13,333,309 shares of Class A Common Stock at a price of \$11.50 per share, representing a total of approximately \$153.3 million in potential proceeds to Luminar. Pursuant to the terms of the agreements governing the rights of the holders of the Public Warrants, Luminar is entitled to redeem all of the outstanding Public Warrants for a redemption price of \$0.01 per Public Warrant (the “Redemption Price”) if the last sales price of the Class A Common Stock is at least \$18.00 per share on each of twenty (20) trading days within the thirty (30) trading-day period ending on the third trading day prior to the date on which a notice of redemption is given. This share price performance target has been met. Any Public Warrants that remain unexercised immediately after 5:00 p.m., New York City time, on March 5, 2021 will be void and no longer exercisable, and the holders of those Public Warrants will be entitled to receive \$0.01 per Public Warrant. Holders of Public Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Public Warrants since the process to exercise is voluntary.

The Public Warrants were issued under the Warrant Agreement, dated as of January 31, 2019 (the “Warrant Agreement”), by and between the Company (f/k/a Gores Metropoulos, Inc.) and Continental Stock Transfer & Trust Company, as warrant agent (the “Warrant Agent”). **Warrants to purchase Class A Common Stock that were issued under the Warrant Agreement in a private placement and still held by the initial holders thereof or their permitted transferees are not subject to this redemption.**

None of Luminar, its board of directors or employees has made or is making any representation or recommendation to any holder of the Public Warrants as to whether to exercise or refrain from exercising any Public Warrants.

The shares of Class A Common Stock underlying the Public Warrants have been registered by Luminar under the Securities Act of 1933, as amended, and are covered by a registration statement filed on Form S-1 with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-251657).

Questions concerning redemption and exercise of the Public Warrants can be directed to Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000.

### **No Offer or Solicitation**

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of Luminar's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

### **About Luminar Technologies, Inc.**

Luminar is an autonomous vehicle sensor and software company with the vision to make autonomy safe and ubiquitous by delivering the only lidar and associated software that meets the industry's stringent performance, safety, and economic requirements. Luminar has rapidly gained over 50 industry partners, including 7 of the top 10 global automotive OEMs. Earlier this year, Luminar signed the industry's first production deal for autonomous consumer vehicles with Volvo Cars, while also recently striking deals with Daimler Truck AG and Intel's Mobileye. Luminar has also received minority investments from the world's largest commercial vehicle manufacturer, Daimler Truck AG, and Volvo Cars, a global leader in automotive safety, to accelerate the introduction of autonomous trucks and cars at highway speed. Founded in 2012, Luminar is a 350-person team with offices in Palo Alto, Orlando, Colorado Springs, Detroit, and Munich. For more information please visit [www.luminartech.com](http://www.luminartech.com).

### **Forward Looking Statements**

Certain statements included in this press release that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the redemption of the Public Warrants and the expected proceeds from the exercise of the Public Warrants. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of Luminar's management and are not predictions of actual performance. Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements, including but not limited to Luminar's limited operating history; Luminar's inability to reduce and control the cost of the inputs on which Luminar relies; Luminar's ability to transition to an outsourced manufacturing business model; the success of Luminar's customers in developing and commercializing products using Luminar's solutions; Luminar's ability to protect its intellectual property rights; whether Luminar's lidar products are selected for inclusion in autonomous driving or ADAS systems by automotive OEMs or their suppliers; changes in personnel and availability of qualified personnel; the amount and timing of future sales; whether the complexity of Luminar's products results in undetected defects and reliability issues which could reduce market adoption of its new products, damage its reputation and expose Luminar to product liability and other claims; strict government regulation that is subject to amendment, repeal or new interpretation and Luminar's ability to comply with modified or new laws and regulations applying to its business; general economic uncertainty and the effect of general economic conditions on Luminar's industry in particular, including the level of demand and financial performance of

the autonomous vehicle industry and market adoption of lidar; the effects of the ongoing coronavirus (COVID-19) pandemic or other infectious diseases, health epidemics, pandemics and natural disasters on Luminar's business; and the other risks discussed under the heading "Risk Factors" in the registration statement on Form S-1 filed by Luminar on December 23, 2020 and amendments thereto and other documents Luminar files with the SEC in the future. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made and Luminar undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this press release.

#### **Contact Information**

##### **Media**

Nicole Phelan  
[press@luminartech.com](mailto:press@luminartech.com)

##### **Investors**

Michael Beer  
[michaelbeer@luminartech.com](mailto:michaelbeer@luminartech.com)

**NOTICE OF REDEMPTION OF CERTAIN WARRANTS (CUSIP 382872 117)**

Dear Public Warrant Holder,

Luminar Technologies, Inc. (the "**Company**") hereby gives notice that it is redeeming, at 5:00 p.m. New York City time on March 5, 2021 (the "**Redemption Date**"), all of the Company's outstanding warrants (the "**Public Warrants**") to purchase shares of the Company's Class A common stock, \$0.0001 par value per share (the "**Class A Common Stock**") for a redemption price of \$0.01 per Public Warrant (the "**Redemption Price**"), that were issued under the Warrant Agreement, dated as of January 31, 2019 (the "**Warrant Agreement**"), by and between the Company (f/k/a Gores Metropoulos, Inc.) and Continental Stock Transfer & Trust Company, as warrant agent (the "**Warrant Agent**"), as part of the units sold in the Company's initial public offering (the "**IPO**"). Each Public Warrant entitles the holder thereof to purchase one share of Class A Common Stock for a purchase price of \$11.50 per share, subject to adjustment. Any Public Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in "street name." **Warrants to purchase Class A Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO and are still held by the initial holders thereof or their permitted transferees are not subject to this notice of redemption.**

The Public Warrants are listed on the Nasdaq Global Select Market under the symbol "**LAZRW**" and the Class A Common Stock is listed on the Nasdaq Global Select Market under the symbol "**LAZR**." On February 2, 2021, the last reported sale price of the Public Warrants was \$21.00 and the last reported sale price of the Class A Common Stock was \$32.63.

**TERMS OF REDEMPTION; CESSATION OF RIGHTS**

**The rights of the Public Warrant holders to exercise their Public Warrants will terminate immediately prior to 5:00 p.m. New York City time on the Redemption Date.** At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Public Warrants will have no rights with respect to those warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in "street name." We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Public Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Public Warrants for exercise.**

The Company is exercising this right to redeem the Public Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Public Warrants if the last sales price of the Class A Common Stock equals or exceeds \$18.00 per share on each of twenty (20) trading days within the thirty (30) trading-day period ending on the third trading day prior to the date on which a notice of redemption is given. The last sales price of the Class A Common Stock has been at least \$18.00 per share on each of 20 trading days within the 30-day trading period ending on January 29, 2021 (which is the third trading day prior to the date of this redemption notice).

## EXERCISE PROCEDURE

**Public Warrant holders have until 5:00 p.m. New York City time on the Redemption Date to exercise their Public Warrants to purchase Class A Common Stock. Public Warrants may only be exercised for cash.** Each Public Warrant entitles the holder thereof to purchase one share of Class A Common Stock at a cash price of \$11.50 per Public Warrant exercised (the “**Exercise Price**”).

Payment of the exercise funds may be made by wire transfer of immediately available funds. Wire instructions will be provided to the Depository Trust Company and will otherwise be provided upon request.

**Those who hold their Public Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Public Warrants since the process to exercise is VOLUNTARY.**

Persons who are holders of record of their Public Warrants may exercise their Public Warrants by sending:

1. The Warrant Certificate;
2. A fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Public Warrants being exercised; and
3. The exercise funds via wire transfer,

to:

Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, NY 10004  
Attention: Compliance Department  
Telephone: (212) 509-4000

The method of delivery of the Public Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

**The Warrant Certificate, the fully and properly completed Election to Purchase and the exercise funds must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m. New York City time on the Redemption Date.** Subject to the following paragraph, any failure to deliver a fully and properly completed Election to Purchase together with the related Warrant Certificate and exercise funds before such time will result in such holder’s Public Warrants being redeemed at the Redemption Price of \$0.01 per Public Warrant and not exercised.

For holders of Public Warrants who hold their Public Warrants in “street name,” provided that the Exercise Price for the Public Warrants being exercised and a Notice of Guaranteed Delivery and the exercise funds are received by the Warrant Agent prior to 5:00 p.m. New York City time on the Redemption Date, broker-dealers shall have two business days from the Redemption Date, or 5:00 p.m. New York City time on March 5, 2021, to deliver the Public Warrants to the Warrant Agent. Any such Public Warrant received without an Election to Purchase and a Notice of Guaranteed Delivery having been duly executed and fully

and properly completed or the exercise funds being submitted will be deemed to have been delivered for redemption at the Redemption Price of \$0.01 per Public Warrant, and not for exercise.

### **PROSPECTUS**

A prospectus covering the Class A Common Stock issuable upon the exercise of the Warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-251657) (the "**SEC**"). The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is [www.sec.gov](http://www.sec.gov). Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at [investors.luminartech.com](http://investors.luminartech.com).

### **REDEMPTION PROCEDURE**

Payment of the Redemption Price will be made by the Company upon presentation and surrender of a Public Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their Public Warrants.

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Any questions you may have about redemption and exercising your Public Warrants may be directed to the Warrant Agent at its address and telephone number set forth above.

Sincerely,

**LUMINAR TECHNOLOGIES, INC.**

/s/ Thomas J. Fennimore

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Thomas J. Fennimore

Chief Financial Officer and Secretary

**ANNEX A**

**LUMINAR TECHNOLOGIES, INC.**

Election to Purchase  
(To Be Executed Upon Exercise of Warrant)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to receive \_\_\_\_\_ shares of Class A Common Stock and herewith tenders payment for such shares of Class A Common Stock, \$0.0001 par value per share (the "**Class A Common Stock**") to the order of Luminar Technologies, Inc. (the "**Company**") in the amount of \$\_\_\_\_\_ in accordance with the terms hereof. The undersigned requests that a certificate for such shares of Class A Common Stock be registered in the name of \_\_\_\_\_, whose address is \_\_\_\_\_ and that such shares of Class A Common Stock be delivered to \_\_\_\_\_ whose address is \_\_\_\_\_.

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Tax Identification Number)

Signature Guaranteed:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15 (OR ANY SUCCESSOR RULE)) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.